

ATTACHMENT 2

Amended Articles of Incorporation

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
STGC OPERATING COMPANY

STGC Operating Company, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:


FIRST: The Corporation has not received any payment for any of its stock.

SECOND: The amendment to the Corporation's Certificate of Incorporation set forth in the following resolution was approved by the sole member of the Corporation's Board of Directors and was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware:

"RESOLVED, that the Certificate of Incorporation of the Corporation is amended by striking Article FIRST in its entirety and replacing therefor: 'FIRST: The name of the Corporation is Startec Global Operating Company.'"

IN WITNESS WHEREOF, STGC Operating Company has caused this Certificate to be signed and attested by its duly authorized officer, this 24th day of April, 1998.

STGC Operating Company

By: 
Ram Mukunda, President

CERTIFICATE OF INCORPORATION
OF
STGC OPERATING COMPANY

1. Name. The name of the Corporation is STGC Operating Company.
2. Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805. The Registered Agent in charge thereof is Corporation Service Company.
3. Purpose. The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and to possess and exercise all of the powers and privileges granted by such law and any other law of Delaware.
4. Authorized Capital. The aggregate number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares, all of which are of one class and are designated as Common Stock and each of which has a par value of one cent (\$.01) per share.
5. Incorporator. The name and mailing address of the incorporator are:

Steven Friedman
Schnader Harrison Segal & Lewis LLP
Suite 600
1225 Eye Street, N.W.
Washington, DC 20005
6. Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the bylaws of the corporation, subject to the powers of the stockholders of the corporation to alter or repeal any bylaw whether adopted by them or otherwise.
7. Election of Directors. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.
8. Right to Amend. The Corporation reserves the right to amend any provision contained in this Certificate as the same may from time to time be in effect in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder are subject to such reservation.

9. Limitation on Liability. The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the General Corporation Law of Delaware. Without limiting the generality of the foregoing, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 9 shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Certificate of Incorporation shall be regarded as independent objects, purposes and powers.

10. Initial Directors. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation. The name and mailing address of the person who is to serve as the initial director of the corporation until the first annual meeting of stockholders of the corporation, or until his successor is elected and qualified, is: Ram Mukunda at 10411 Motor City Drive, Bethesda, Maryland 20817.

IN WITNESS WHEREOF, the undersigned has executed this document on the 16th day of April, 1998.



Steven Friedman, Incorporator